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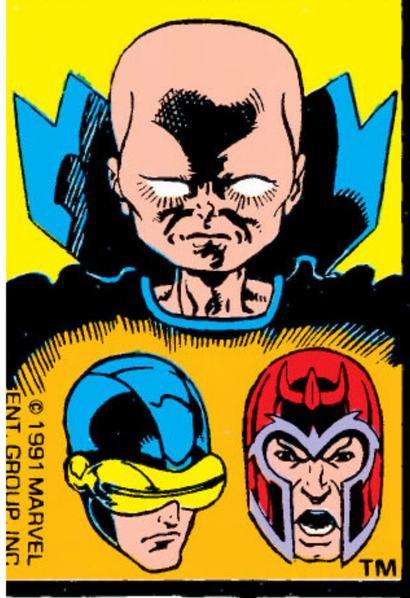

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WHAT IF...™

PHOENIX™

ROSE AGAIN?

RR+JP 91

BEHOLD THE PHOENIX, THE SOUL AND SPIRIT OF LIFE INCARNATE. ALONE AMONG THE COSMIC PANTHEON, IT SOUGHT OUT LIFE AS A MORTAL.

PHOENIX TOOK THE FORM AND PART OF THE SOUL OF THE X-MAN, **JEAN GREY**, COPYING HER SO PERFECTLY THAT NO ONE, NOT EVEN PHOENIX HERSELF, WOULD KNOW THE TRUTH.

PHOENIX SAVED THE ENTIRE UNIVERSE FROM DESTRUCTION, BUT EVENTUALLY, THE DARK SIDE OF THE HUMANITY SHE NOW POSSESSED CONSUMED HER. AS **DARK PHOENIX**, SHE SNUFFED OUT FIVE BILLION INNOCENT LIVES.

DARK PHOENIX'S RAMPAGE WAS STOPPED, BUT FEARING THAT SHE WOULD KILL AGAIN, SHE TOOK HER OWN LIFE. FOR THE SAKE OF THE UNIVERSE, SHE DIED A HERO.

BUT ON ANOTHER WORLD, IN AN ALTERNATE REALITY A HEARTBEAT AWAY... PHOENIX **DIDN'T** DIE.

SHE WAS CAPTURED BY THE ALIEN **SHI'AR** AND GIVEN A PSYCHIC LOBOTOMY.

ALL OF HER POWERS--AND PART OF HER VERY **SOUL**--WERE STRIPPED AWAY.

EVENTUALLY, THE EVIL MUTANT **MAGNETO** OFFERED TO RETURN THEM. BUT FOR THE SAKE OF THE UNIVERSE PHOENIX **DENIED** THIS ULTIMATE POWER.

HOW DO I COME TO KNOW OF THESE THINGS? HOW DO I SEE THE "MIGHT-HAVE-BEEN," AND ALL THE MYRIAD WORLDS THEY GIVE BIRTH TO? I AM THE WATCHER AND I KNOW...

WHAT IF PHOENIX ROSE AGAIN?

WHO AM I? JEAN OR PHOENIX?

I HAD A LIFE. *SCOTT SUMMERS*, THE MAN I LOVE, BECAME MY HUSBAND. WE HAD A BABY, MY BEAUTIFUL *RACHEL*. WE HAD OUR HAPPY ENDING.

THE ONLY TROUBLE WAS, IT *DIDN'T* END THERE.

MASTERMIND, THE ONE WHO *UNLEASHED* DARK PHOENIX, RETURNED TO TAKE HIS POUND OF FLESH FROM MY HEART.

BUT MASTERMIND HIMSELF WAS A PUPPET ON A STRING. THE *SHADOW KING* WAS USING HIM TO GET TO ME. HE WANTED MY BABY.

OVER MY DEAD BODY.

BUT I COULDN'T REALLY DIE, YOU SEE. I'M *NOT* REALLY JEAN, I'M THE *PHOENIX*. MY TRUE POWER RETURNED TO ME--

--NEVER MIND THAT I *DIDN'T* WANT IT BACK.

WITH THE POWER CAME REMEMBRANCE. I FOUND THE *REAL* JEAN. I KNEW IF SHE RETURNED, MY LIFE WITH SCOTT WOULD BE OVER.

I WISHED THAT WOULDN'T HAPPEN.

BUT I DIDN'T REALIZE THAT ALL MY WISHES COME TRUE. JEAN WAS *GONE*. DEAD? I HAD PART OF HER SOUL INSIDE ME. MAYBE I'D WISHED THAT SHE NEVER EXISTED AT ALL?

WHAT KIND OF *MONSTER* HAVE I BECOME?

SHE *IS* GONE NOW--I CAN'T BRING HER BACK, I CAN'T GIVE BACK THE LIFE I'VE STOLEN. BUT I *CAN* MAKE SURE NOTHING HAPPENS TO OUR DAUGHTER.

I'M COMING FOR YOU, SHADOW KING.

A CREATURE OF PURE *TELEPATHIC ENERGY*, THE SHADOW KING EXISTS ON THE ASTRAL PLANE AND HAS MANIFESTED HIMSELF IN OUR WORLD THROUGH A CENTURIES-LONG LINE OF HUMAN HOSTS.

I SEE THE WORLD AS A BODY OF THOUGHT. *HIS* STAND OUT LIKE A BLACK FESTERING SCAR.

HE'S ON MUIR ISLAND. *MOIRA MacTAGGERT* RUNS A MUTANT RESEARCH CENTER THERE, THE FINEST ON EARTH.

MOIRA'S A STRONG WOMAN. THE CENTER IS WELL DEFENDED. AS MUCH FORTRESS AS LABORATORY.

BUT AGAINST THE SHADOW KING, SHE DOESN'T STAND A CHANCE.

MOIRA AND *BANSHEE*, SEAN CASSIDY, ARE SAFE AND ASLEEP. A LITTLE TELEPATHIC MIND-TOUCH WILL MAKE SURE THEY STAY THAT WAY UNTIL MORNING.

THE SHADOW KING IS HERE...BUT SOME FORCE IS MASKING HIM FROM MY CLOSE-RANGE SCANS.

THEN IT HITS ME--A POWER I'VE NEVER FELT--A POWER LIKE MY OWN.

HELLO, PHOENIX! HAVE YOU NO WARM, *LOVING*, GREETING...

...FOR YOUR PRECIOUS DARLING *DAUGHTER*?

RACHEL...?

YES! RACHEL SUMMERS! THE NEW, PERFECT HOST BODY FOR THE *SHADOW KING*!

"I HAD MASTERMIND BRING HER TO MUIR ISLAND WHERE I COULD EXPOSE HER TO THE DEVICES LEFT BY THE ALIEN KNOWN AS *ERIC THE RED*! JUST AS ERIC ONCE ACCELERATED AN INFANT MAGNETO INTO ADULTHOOD*...

"...SO I AGED RACHEL TO THE POINT WHERE HER HERITAGE AND POWER WOULD MANIFEST!

*X-MEN #104. --CRAIG

A TELEKINETIC SHIELD? DO YOU HOLD BACK BECAUSE YOU KNOW THAT TO HURT ME YOU MUST KILL YOUR LITTLE RACHEL?

OR MAYBE YOU REALIZE THAT YOUR ATTACKS WILL ONLY MAKE ME STRONGER?

YOU CANNOT USE THE PHOENIX FORCE TO HARM ITS LIVING HEIR!

OR PERHAPS YOU HOLD BACK FROM GUILT?

THE SHAME YOU FEEL FOR STEALING THE LIFE OF THE *REAL* JEAN GREY, AND THEN *MURDERING* HER!

I DIDN'T MEAN TO DO THAT!

THE "*WHY*" DOES NOT MATTER; THE *BLOOD* ON YOUR HANDS *DOES*!

DID YOU THINK YOU COULD HIDE THAT FROM ONE WHO SEES ALL FROM A VANTAGE POINT ON THE ASTRAL PLANE?

RACHEL! FIGHT HIM!

RACHEL HAS THE MIND OF AN INFANT! SHE CANNOT EVEN *UNDERSTAND* YOUR WORDS! AND IF SHE DID, SHE'D PROBABLY HATE YOU AS MUCH AS CYCLOPS AND THE X-MEN WOULD IF THEY KNEW THE TRUTH!

RACHEL IS MINE, BODY AND SOUL!

BUT WHY SHOULD I SETTLE FOR THE DAUGHTER'S POWERS--

--WHEN I CAN HAVE THE MOTHER OF IT ALL? YESSSS! SUCH POWER! SUCH PASSION!

RACHEL! FIGHT HIM, I DON'T WANT TO--

--HURT YOU!

YOU ARE A GREATER FOOL THAN I DARED DREAM, PHOENIX! YOU'VE COME TO FACE ME ON THE ASTRAL PLANE?

HERE, WHERE I AM ALL POWERFUL?

POWERFUL, LITTLE KING?

YOU DON'T KNOW THE MEANING OF THE WORD!

I FEEL SO ALIVE! SO GLORIOUS, SO BEAUTIFUL, AND YET TERRIBLE... LIKE THE WRATH OF GOD.

I DON'T EVEN *TRY* TO HOLD IT BACK!

MOMMY, STOP! DON'T HURT ME, MOMMY!

NO DICE, MISTER! I'VE SEEN THROUGH ALL YOUR ILLUSIONS!

NOW I'LL SEE YOU *DEAD!*

AND HE *DOES* DIE. SCREAMING LIKE AN ANIMAL AND PLEADING FOR MERCY.

BUT I'VE NONE LEFT FOR THE LIKES OF HIM.

I FIND MASTERMIND'S BODY. IT WAS HIDDEN FROM ME BEFORE.

RACHEL!

GAAH... GLLG...

DEAD BY HIS OWN HAND. I GUESS HE REALIZED THAT WOULD BE PREFERABLE TO FACING ME AGAIN.

WITH THE SHADOW KING DEAD, HER MIND REVERTED TO ITS NORMAL STATE, THAT OF MY NINE-MONTH-OLD BABY.

NOW I HAVE TO PUT HER BODY BACK THE SAME WAY.

I'VE DONE THIS KIND OF WORK BEFORE.* WHEN MY SISTER -- *JEAN'S* SISTER -- SARA WAS TRANSFORMED INTO A WATER-BREATHER BY ATTUMA* I REBUILT HER ATOM-BY-ATOM.

I JUST HAVE TO DO IT AGAIN.

*BIZARRE ADVENTURES #29.-- NORMAL CRAIG

THE STRAIN... SO MUCH POWER, SO DELICATE. CAN'T MAKE A SINGLE MISTAKE.

I LOVE YOU, RACHEL.

SLOWLY THE MADMAN'S WORK IS UNDONE. EVERYTHING IS THE SAME AS IT WAS.

EVERYTHING'S DIFFERENT.

IT'S OKAY, BABY. EVERYTHING'S GONNA BE OKAY.

MY WHOLE LIFE IS A LIE, BUT AT LEAST YOU'RE REALLY MINE

I LOVE YOU SO MUCH, RACHEL.

I'M HOME. THE ONLY HOME I'VE MADE FOR MYSELF.

PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, WESTCHESTER, NEW YORK.

CLOTHING BACK TO NORMAL. I'D FORGOTTEN HOW EASY IT WAS TO CONTROL THE MOLECULES.

I'D FORGOTTEN HOW GOOD, HOW *RIGHT* IT FELT TO BE IN CONTROL.

UM... HULLO.

JEAN!

STORM

ROUGE

COLOSSUS

NIGHTCRAWLER

CANNONBALL

MAGMA

PROFESSOR X

WOLFSBANE

SUNSPOT

WOLVERINE

MIRAGE

SHADOWCAT

THANK THE GODDESS! WE FEARED..., THE WORST!

AND CYCLOPS, MY DEAREST SCOTT.

X-MEN, MUTANTS, FRIENDS AND FAMILY ONE AND ALL. I'M LYING TO THEM, VIOLATING THEIR TRUST JUST BY STANDING HERE.

ARE YOU OKAY?

I AM NOW.

GOO!

IT WAS SO LONELY HERE WITH ALL OF YOU GONE. WE WENT TO MARTHA'S VINEYARD.

WE'VE... BEEN ON THE ROAD COMING BACK SINCE THIS MORNING.

I *WAS* GOING TO TELL HIM. TELL THEM ALL THE TRUTH, BUT I CAN'T.

SHAKESPEARE ECHOES IN MY HEAD: "DENY THY FATHER AND REFUSE THY NAME, TAKE INSTEAD... MY HEART."

I DENY THEE, PHOENIX... I DENY MYSELF. I *WILL* BE JEAN GREY..., WITH ALL MY HEART.

HI THERE! DID YOU MISS DADDY?

GAGH!

IN THE *EIGHT YEARS* THAT FOLLOW, I AM TRUE TO MY VOW. I NEVER USE THE POWER, THOUGH OPPORTUNITY CERTAINLY PRESENTS ITSELF.

THE X-MEN MEET NEW FOES AND GAIN NEW ALLIES, BUT THEY SURVIVE WITHOUT MY HELP.

THE ONLY THREAT THEY CANNOT FIGHT IS THE RISING TIDE OF ANTI-MUTANT PREJUDICE THAT GRIPS AMERICA.

IT CULMINATES IN THE ELECTION OF A RABID ANTI-MUTANT PRESIDENTIAL CANDIDATE, DAVID RUSSELL, IN 1988.

HIS ADMINISTRATION PASSES THE MUTANT REGISTRATION ACT OF 1990. THE AVENGERS, THE FANTASTIC FOUR AND MOST OTHERS FALL RIGHT IN LINE

WE DON'T. WE'RE OUTLAWS NOW. STILL I DO NOTHING.

AM I LIVING IN A FOOL'S PARADISE? PERHAPS. BUT SCOTT AND I AND RACHEL ARE HAPPY. I TELL MYSELF THAT'S ALL THAT MATTERS.

AS YOU ALL KNOW, THE SUPREME COURT HAS STRUCK DOWN THE MUTANT REGISTRATION ACT.

THE QUESTION IS, WHAT IS THE ADMINISTRATION GOING TO DO IN RESPONSE.

I TAKE IT YOU DON'T THINK THEY'LL LET MATTERS LIE.

YEAH, *RIGHT*. HONEYBUNCH, RUSSELL AND HIS GESTAPO AREN'T GOING TO QUIT TILL THEY MARCH US *ALL* INTO THE GAS CHAMBERS.

THAT KIND OF TALK ISN'T GOING TO HELP US, LOGAN.

IT ISN'T AN IDLE THREAT. MY PEOPLE, THE GYPSIES, SAW HITLER'S RISE AND PAID THE ULTIMATE PRICE WHEN HE GAINED POWER.

DON'T GIVE UP YET, KURT. IF THE JEWS HAD BEEN SUPER-POWERED MUTANTS, THINGS MIGHT HAVE ENDED DIFFERENTY WE'RE NOT GOING TO GO WITHOUT A FIGHT.

SCOTT, PERHAPS...

YOU'VE GOT SOMETHING TO ADD, JEAN? GO AHEAD.

NO.

IT'S NOTHING IMPORTANT.

C'MON, HONEY. IT'S PAST YOUR BEDTIME.

?

HOW CAN I TELL THEM? I COULD END THIS ALL TOMORROW.

LATER...

HOW LONG DO I GO ON LIKE THIS? A GODDESS PLAYING HOUSE, LOCKING HER POWER AWAY AS IF IT WERE ANOTHER PERSON'S.

I'M THE *PHOENIX*, NOTHING CAN CHANGE IT.

IT'S BEEN SO LONG SINCE I USED THE POWER. BUT I CAN FEEL IT RIGHT NOW. READY. WAITING.

THERE'S AN ACHE IN MY SOUL. IT WANTS TO BE USED. I *WANT* TO USE IT.

I'M *BLIND*. BUT I JUST HAVE TO OPEN MY EYES AND I'M *CURED*.

I *CAN'T*. GOD HELP ME. I... *WON'T*... DO IT...

MEANWHILE...

DANCED WITH THE REAPER MORE TIMES THAN A BODY CAN COUNT.

BUT *THIS*... SITTIN' TIGHT... WAITING FOR THE AXE TO FALL. IT'S DRIVIN ME UP THE FLAMIN' WALL.

OHHHNNUH! NO...

HUH? RACHEL'S ROOM.

CAN BARELY HEAR HER, EVEN WITH MY ENHANCED SENSES.

KNOK! KNOK!

YOU OKAY, PUN'KIN?

...HELP ME...

SOB UNCA' LOGAN...? SNIFF

WHAT'S WRONG, PRINCESS?

I HADDA BAD DREAM. I KEEP HAVIN' THE SAME BAD DREAM EVERY NIGHT.

A BIRD MADE OF FIRE...IT KILLED MY MOTHER...IT HURT ME...I WAS BURNIN' UP.

YOU TOLD YOUR MOM OR THE PROFESSOR ABOUT THIS?

NO! I NEVER TOLD ANYONE! IT'S A SECRET! SOMETHING BAD'LL HAPPEN NOW I TOLD YOU!

YOU WERE RIGHT TO TELL ME, DARLIN'. NOTHING BAD IS GONNA HAPPEN TO YOU. I PROMISE.

YOUR UNCLE LOGAN'S GONNA TAKE CARE OF IT.

I TELL MYSELF I'M NOT GOING TO DO IT...BUT IF NOT ME, THEN *WHO?*

I'M STILL TELLING MYSELF THAT AS I OPEN THE WINDOW AND STEP INTO THE DARK.

THERE'S ONE WAY I CAN END THIS MESS WITHOUT THE WORLD AND THE X-MEN FINDING OUT ABOUT ME.

THE WHITE HOUSE UNDER PRESIDENT RUSSELL IS PROTECTED AGAINST SUPERHUMAN ATTACK.

SUPERHUMAN. I'M SOMETHING *WAY* BEYOND THAT.

WAKE UP... *MR. PRESIDENT.*

WHA...? *WHO* ARE YOU? *HOW* DID YOU GET PAST THE GUARDS?

YOU'RE A *MUTIE!* A STINKING *GENEJOKE!*

IT'S ABOUT TIME YOU *STOPPED* USING THAT WORD.

SURE ENOUGH, NEXT DAY...

MY FELLOW AMERICANS, WE MUST *TURN AWAY* FROM THE PATH OF HATRED.

THESE *MUTANTS* ARE OUR *OWN* PEOPLE, OUR *OWN* CHILDREN. ONLY WITH UNDERSTANDING CAN WE HOPE--

*THIS WAS THE SCENE IN WASHINGTON WHEN PRESIDENT RUSSELL WAS ASSASSINATED BY A GUNMAN REPRESENTING **THE RIGHT**, A MILITANT ORGANIZATION WHICH--*

BRACKA BRAKABR BRAKA

DIE, MUTIE LOVER!

YES...IT IS A *NATIONAL TRAGEDY.* BUT THE FACT REMAINS THAT *I* AM NOW THE PRESIDENT. I TOOK AN OATH TO *PRESERVE* THIS UNION--

--AND INTEND TO DO JUST *THAT!*

I UNDERSTAND, SIR.

I'M GLAD I CAN COUNT ON YOU--

--MR. GYRICH.

REST ASSURED, MR. PRESIDENT--

...WE'RE PREPARED TO DEAL WITH THE MUTANT MENACE--

--PERMANENTLY!

THE *MARK V SENTINELS* WERE, BY FAR, THE MOST ADVANCED HUNTER/KILLERS EVER CREATED. FAR MORE THAN EVEN THE GOVERNMENT EXPECTED.

THE SENTINELS DETERMINED THAT THE BEST WAY TO DEAL WITH THE MUTANT MENACE WAS TO TAKE CONTROL OF AMERICA AND *ELIMINATE* ITS ONLY POSSIBLE OPPOSITION.

THEIR *MASTER MOLD* COMPUTER COMPLEX BECAME SELF-AWARE WITHIN HOURS OF ACTIVATION.

THE SENTINELS ATTACKED EVERY *REGISTERED* SUPERHUMAN IN THE COUNTRY, HUMAN AND MUTANT ALIKE.

HAVING SUPER POWERS WAS A CRIME PUNISHABLE BY DEATH.

WARREN WORTHINGTON

MARC SPECTOR

DANIEL KETCH

ANGELICA JONES

NAMOR McKENZIE

MATTHEW MURDOCK

BRUCE BANNER

CHRISTOPH POWELL

MANY FOUGHT HARD, BUT IN THE END IT WAS *ALWAYS* THE SAME.

A FEW WHO WEREN'T REGISTERED, OUTLAWS LIKE THE X-MEN, ESCAPED THE SENTINELS AND MADE IT TO THE MANSION. BOTH OUR FRIENDS *AND FOES* RECEIVED SANCTUARY.

KATE... I WANT MY MOM!

I KNOW, FRANKLIN. BUT YOUR MOMMY AND DADDY CAN'T BE WITH YOU ANYMORE.

WHAT DO YOU SEE OF THE FUTURE, *DESTINY?*

WE HAVE TO EVACUATE THE MANSION, XAVIER. IT'S ONLY A MATTER OF *TIME* BEFORE...

GOTTA GET OUTTA HERE! THIS PLACE STINKS OF DEATH...

...AND I'VE GOT A JOB TO DO.

JEANIE... WE GOTTA TALK..

CAN'T IT WAIT, WOLVERINE? I'VE GOT A LOT TO DO.

NOW.

I KNOW YOU'VE BECOME PHOENIX AGAIN.

WHAT?!? YOU'RE CRAZY!

NO. IT'S FINALLY MAKIN' SENSE TO ME. MY SENSES SEE THINGS THE OTHERS DON'T.

THE WAY YOU'VE BEEN ACTIN'.

RACHEL'S NIGHTMARES.

THE WAY YOU "FIXED" RUSSELL'S BRAIN WITH YOUR TELEPATHIC POWERS. IT ALL FITS.

SHUT UP!

IT'S NOT TRUE.

THEN I GUESS I'M GONNA BE *REAL* SORRY.

WHACK!

NO...

PLEASE--

KRAK!

DON'T MAKE ME DO THIS, JEANIE! STOP LYING TO ME!

--DON'T.

GET AWAY FROM ME!

YEEARRG!

I COULDN'T HELP MYSELF. THE PASSION. THE POWER. TOO STRONG.

MAYBE I *WANTED* THIS TO HAPPEN. I'M SO TIRED OF LIVING A LIE.

I HURT HIM BADLY. EVEN HIS MUTANT *HEALING FACTOR* MIGHT NOT SAVE HIM FROM THIS.

I TELL HIM EVERYTHING. WHO I AM. THE REAL JEAN. WHAT I DID TO HER.

I OWE HIM THAT MUCH, FOR WHAT THERE WAS BETWEEN US. WHAT MIGHT HAVE BEEN.

FORGIVE ME, LOGAN. I NEVER MEANT TO HURT ANYONE.

I CAN CONTROL THE POWER NOW. I'LL NEVER USE IT TO HURT ANYONE.

I *SWEAR* I'LL NEVER DO IT AGAIN.

SNIKT

I'M SORRY. I KNOW YOU BELIEVE THAT, DARLIN', I REALLY DO.

BUT THE OTHERS DON'T KNOW YOU. I DO.

YOU'RE A KILLER. SAME AS ME. BUT YOU'VE GOT THE POWER TO DESTROY EVERYTHING IN EXISTENCE.

SOMEDAY, SOMEHOW, YOU'LL DO IT.

THAT'S WHY I HAVE TO STOP YOU NOW. I LOVE YOU, LADY. I ALWAYS HAVE. BUT IT'S GOT TO END. I'M SORRY.

NO!!

I'M SORRY, TOO.

FORGET ALL THIS EVER HAPPENED.

SCOTT AND THE PROFESSOR ARE WAITING FOR US WHEN LOGAN AND I STEP OUT OF THE ROOM.

THEY'VE BEEN THERE FOR SOME TIME... OVERHEARING.

YOU KNOW...?

EVERYTHING...?

I GUESS I'LL GO NOW...

MOMMY...?

PROFESSOR...?

DO YOU TRULY THINK WE COULD STOP HER?

MY LOVE. MY DREAMS.

ASHES.

PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS

ALL ASHES ON THE PYRE OF THE PHOENIX.

READING MULTIPLE MUTANT TARGETS WITHIN STRUCTURE. TERMINATION IMMINENT.

NEW MEXICO, NEAR ANGEL'S HOME. A FEW DOZEN LIFETIMES AGO, SCOTT AND I WERE HAPPY HERE.

I NEVER REALIZED IT BEFORE, BUT RACHEL WAS CONCEIVED ON THIS SPOT.

I CLOSE DOWN MY MIND, CLOSE OFF ALL MY SENSES, PSYCHIC AND OTHERWISE.

EVERYTHING I DO GOES WRONG. TRY AS I MIGHT, I ONLY MAKE THINGS WORSE.

THE WORLD IS BETTER OFF WITHOUT ME....

I'M ALONE, WITH NOTHING TO KEEP ME COMPANY BUT THE HUNGER. THE GNAWING HUNGER FOR POWER.

IT'S AN ADDICTION, AND I'M NOTHING MORE THAN A STRUNG-OUT JUNKIE.

I WON'T LET IT HAPPEN AGAIN.

WE LOST SO MANY...

THEY CHOSE TO BUY OUR ESCAPE, BUB. PAID FOR IT WITH THEIR LIVES.

THE OLD ABANDONED SENTINEL HEADQUARTERS IN THE ADIRONDACK MOUNTAINS IS THE LAST PLACE THEY'D LOOK FOR US.

HIDE IN PLAIN SIGHT, EH?

WE'RE NOT GOING TO HIDE.

"GATHER EVERYONE WHO ISN'T INJURED IN THE SITUATION ROOM."

THE SENTINELS JUST BLOODIED US... BADLY. WE *SHOULD* BE LYING LOW, RECOVERING OUR STRENGTH...

...BUT THE LAST THING THEY WILL EXPECT NOW IS A COUNTERATTACK.

THE SENTINELS HAVE MADE THE FANTASTIC FOUR'S BAXTER BUILDING THE HEADQUARTERS FOR THEIR MASTER MOLD.

WE TAKE IT DOWN AND CRIPPLE THOSE TIN MEN.

A MASTERFUL PLAN. BUT WITHOUT SUFFICIENT *RAW POWER* IT IS DOOMED TO FAIL.

SNIKT

MAGNETO! I SHOULD HAVE FINISHED YOU WHEN I HAD THE CHANCE.

I COULD SAY THE SAME THING, AND UNLIKE YOU, IT WOULD NOT BE AN *IDLE* BOAST.

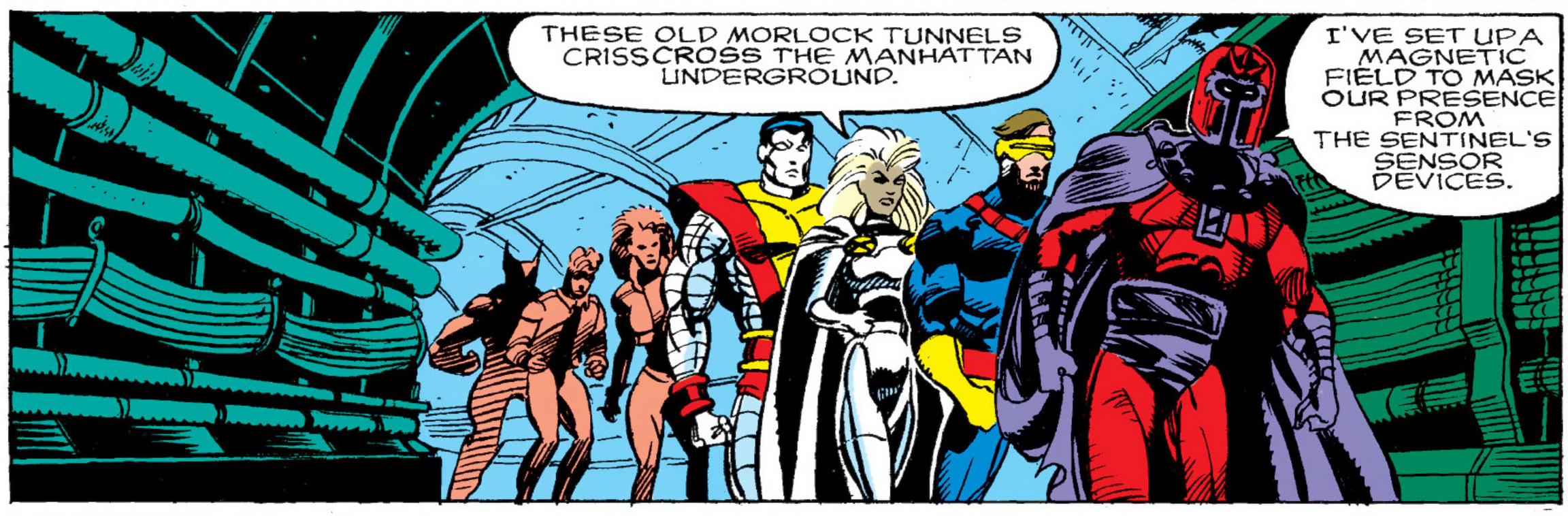
BUT I DID NOT COME TO FIGHT.

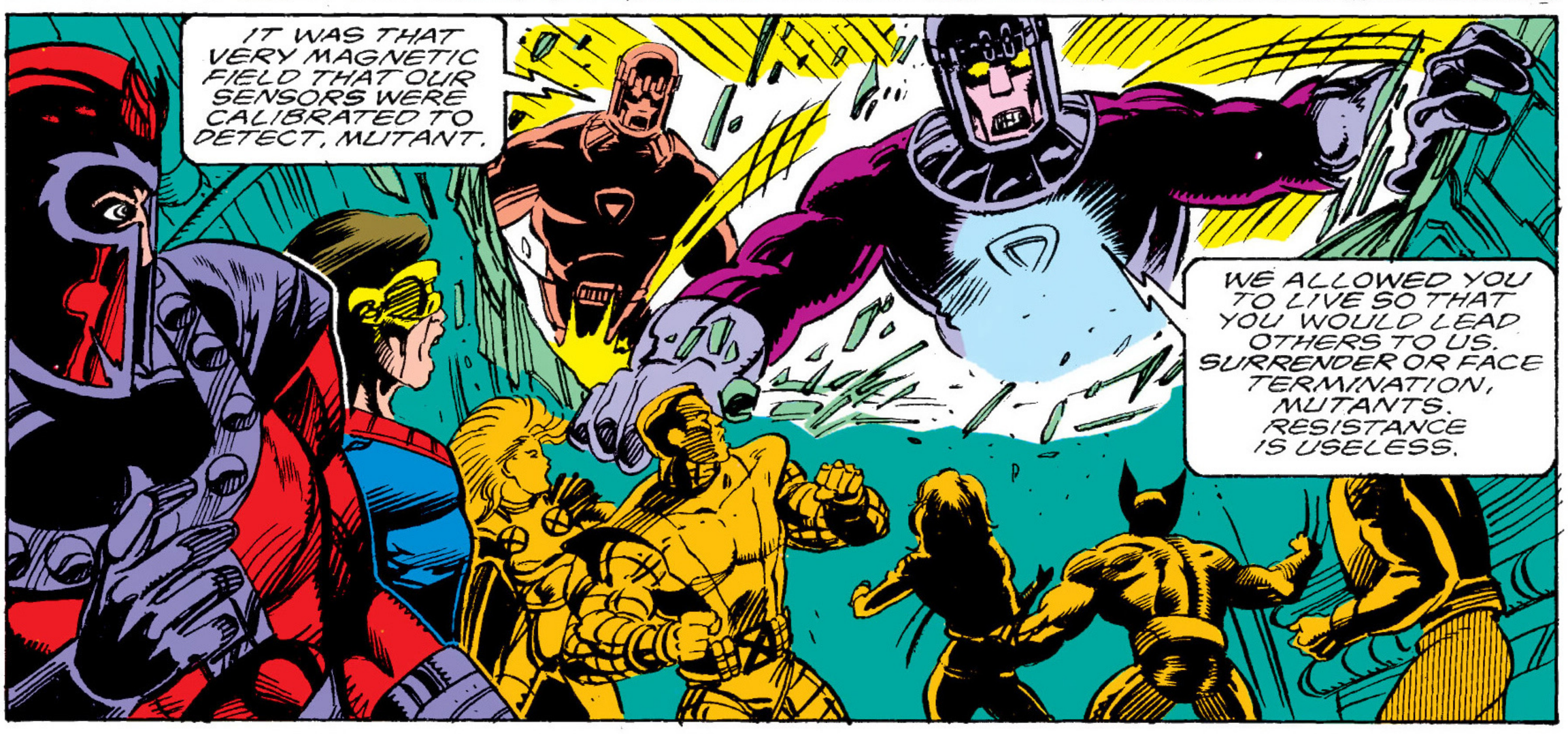
I AM NEITHER LIKED NOR TRUSTED BY ANY OF YOU, BUT CHARLES XAVIER-- A MAN I *ONCE* CALLED FRIEND-- IS DEAD.

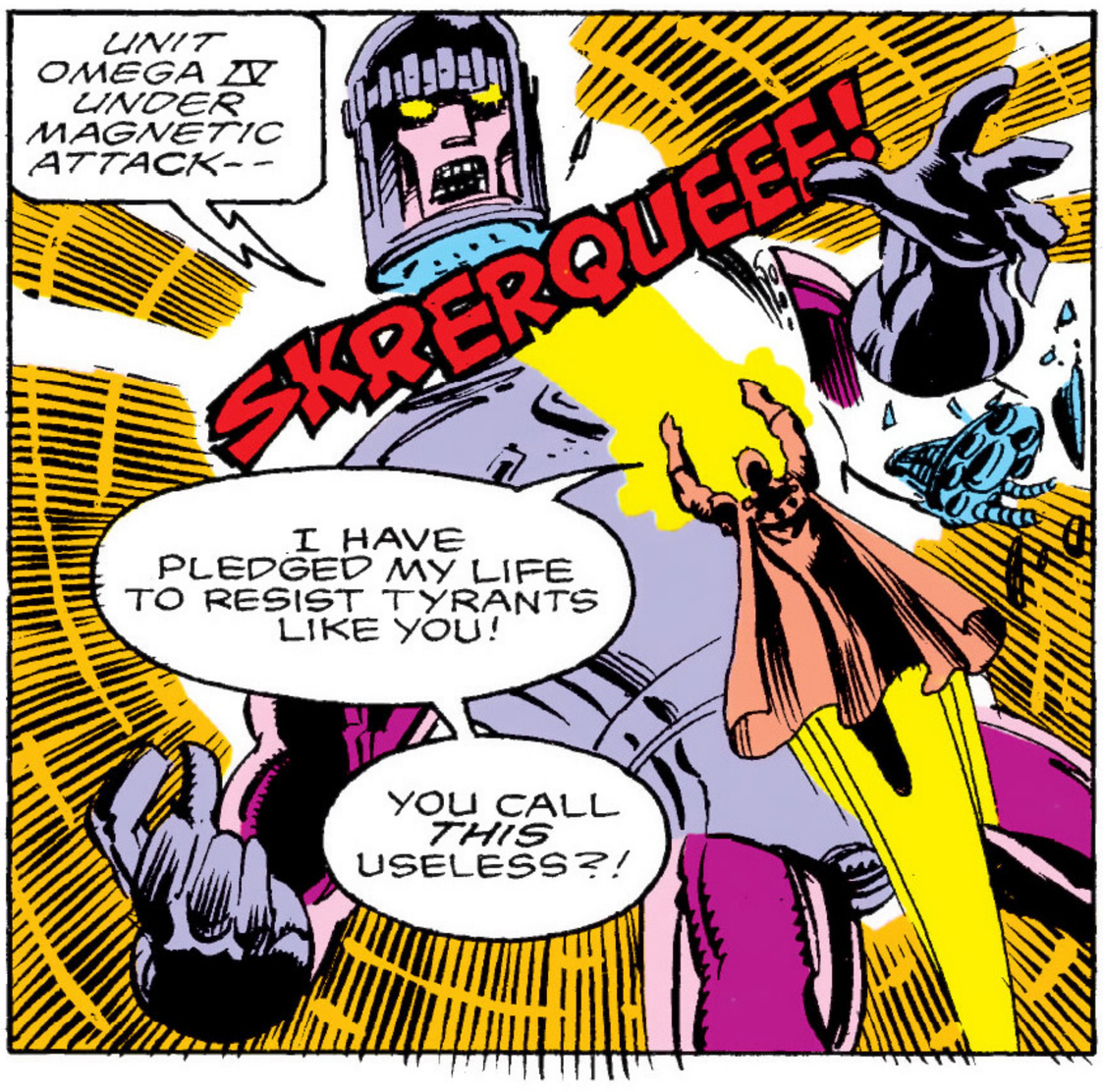
I ASK YOU, IN HIS NAME, TO PUT ASIDE OUR DIFFERENCES AND ALLOW ME TO FIGHT AT YOUR SIDE ... FOR THE SAKE OF OUR RACE.

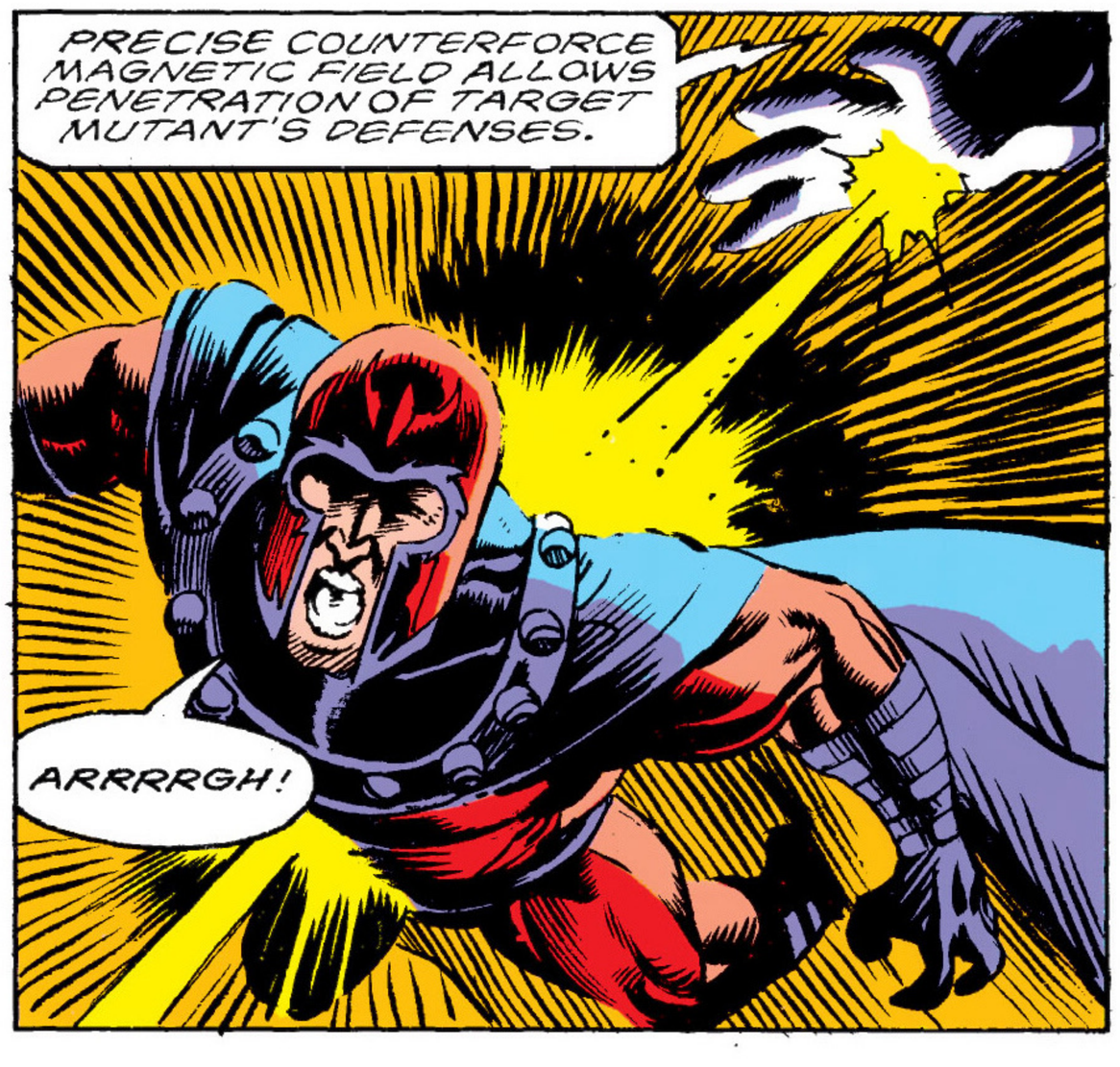
FOR THE SAKE OF *ALL* HUMANITY, MAGNETO... JOIN US.

RESTRICTED AREA
BAXTER B
WE SHOULD ALMOST BE UNDERNEATH THE BAXTER BUILDING NOW...


THESE OLD MORLOCK TUNNELS CRISSCROSS THE MANHATTAN UNDERGROUND.
I'VE SET UP A MAGNETIC FIELD TO MASK OUR PRESENCE FROM THE SENTINEL'S SENSOR DEVICES.


IT WAS THAT VERY MAGNETIC FIELD THAT OUR SENSORS WERE CALIBRATED TO DETECT, MUTANT.
WE ALLOWED YOU TO LIVE SO THAT YOU WOULD LEAD OTHERS TO US. SURRENDER OR FACE TERMINATION, MUTANTS. RESISTANCE IS USELESS.


UNIT OMEGA IV UNDER MAGNETIC ATTACK--
SKRERQUEEF!
I HAVE PLEDGED MY LIFE TO RESIST TYRANTS LIKE YOU!
YOU CALL THIS USELESS?!


PRECISE COUNTERFORCE MAGNETIC FIELD ALLOWS PENETRATION OF TARGET MUTANT'S DEFENSES.
ARRRRGH!

TERMINATION OF TARGET MUTANTS IMMINENT!

ON MY MARK... HIT AND RUN. MAYBE SOME OF US CAN--

MAGNUS!

ALERT MASTER MO--

MY LEGS, ROGUE. I CAN'T MOVE THEM.

DIE.

DARK PHOENIX! GODDESS PRESERVE US!

I INTEND TO!

YOU HAVE NOTHING TO FEAR FROM *ME*, BUT THE SENTINELS DO.

JE-- PHOENIX, ARE YOU UNWELL?

THAT TOOK A LOT OUT OF ME. HAVEN'T FED THE POWER--

--EVER.

CAN YOU MAKE IT?

"I'LL HAVE TO, WON'T I?"

I HIT THEM WITH EVERYTHING I HAVE.

WHEN THE SMOKE CLEARS, I'M THE ONLY THING LEFT STANDING.

NEXT?

THE "NEXT" TO FALL...

AARRGH!

...SHALL BE YOU AND ALL YOUR KIND, MUTANT.

UNIT GAMMA-4567, WARNING! MUTANT TARGET IDENTIFIED AS "PHOENIX." POWER LEVEL UNKNOWN. PROCEED WITH CAUTION.

MNEMONIC SCRAMBLER UNIT HAS RENDERED MUTANT HELPLESS, UNIT OMEGA-567. PROCEED AND TERMINATE!

JEANIE'S SUCKER PLAY WORKED! WE'RE IN!

AND SURROUNDED!

IMPOSSIBLE ODDS! TH' X-MEN'S STOCK IN TRADE, SUGAH!

JEAN! SHE'S IN AGONY!

HIT AND RUN, X-MEN. KEEP 'EM OFF BALANCE!

WE KNOW THE DRILL, CYKE! BUT IT DON'T MEAN A THING WITHOUT JEAN'S POWER TO FINISH IT!

KURT!

KATZCHEN... NEVER PORTED SO MANY... STRAIN...

...MY HEART...

FUZZY-ELF! DON'T YOU DARE DIE ON ME! KURT!

KURT!

SHTO? KATYA! WHY ARE YOU PHASING US INTO THE BUILDING?

-SNIFF!- WE'VE GOT TO END THIS, PETER!

THE SENTINEL MASTER MOLD!

THE KEY TO THE WHOLE OPERATION!

MUTANTS IDENTIFIED: CODE-FAX "SHADOWCAT" & "COLOSSUS." YOU HAVE PENETRATED OUR INNER SANCTUM ONLY TO DIE! YOUR POWERS ARE USELESS AGAINST THIS UNIT.

I LOVE YOU, PETER. I ALWAYS WILL.

?!?

FASTBALL SPECIAL, BIG GUY.

I DON'T UNDERSTAND.

YOU WILL!

THIS UNIT IS INSULATED AGAINST DISRUPTION BY YOUR PHASING POWER, MUTANT!

MULTIPLE FREQUENCY ENERGY SCREENS! ONLY SECONDS BEFORE HE COMES UP WITH A WAY TO BLOCK ME!

OH YEAH? INSULATE THIS!

KATYA! NO!!

S-SHE SOLIDIFIED INSIDE... SHE...

KATYA... MY KATRINA... NO...

SSS-

BOOM

SKQEEEEEEEE!

MASTER MOLO UNIT HAS BEEN DESTROYED? WHAT ARE OUR ORDERS?

THE POWER TO THE SCRAMBLER FAILED! PHOENIX?

PETER... KITTY...

I FELT THEM IN MY MIND. THEY DIED TO FREE ME.

SHE'S *FREE*, X-MEN! *SCATTER!*

SO LONG AS **ONE** SENTINEL LIVES, YOUR KIND WILL NEVER BE FREE, MUTANT!

YOU CANNOT DEFEAT US ALL. YOU DO NOT HAVE THE **POWER**!

THEN I'LL HAVE TO TAKE *YOURS*.

MERCILESS, INHUMAN KILLING MACHINES. NOTHING HUMAN CAN STAND AGAINST THEM.

I KNOW THAT NOW.

WHEN THE POWER FLOWS INTO ME... I DON'T EVEN *TRY* TO STOP IT!

I ACCEPT IT. I EMBRACE IT.

I'M NOT THE WOMAN THEY KNEW. I AM FIRE, THE SOUL AND LIFE INCARNATE.

I AM PHOENIX.

THE WAR IS OVER. IT IS TIME TO BURY OUR DEAD AND MOVE ON.

ALL OF US MUST MOVE ON.

S-SCOTT...?

HMMM? PHOENIX!

JEAN.

YOU KNOW I'M *NOT* REALLY JEAN.

YOU ARE WHAT YOU ARE.

THE WOMAN I MARRIED.

THE MOTHER OF MY CHILD.

WHATEVER YOU ARE, I WILL ALWAYS LOVE YOU.

PHOENIX...?

DESTINY?

I "SAW" THAT YOU WOULD WANT TO SPEAK WITH ME.

DID I? WILL I? FOR A COSMIC BEING, I MUST SEEM AWFULLY CONFUSED.

BUT *YES*, YOU "SEE" VERY WELL FOR A BLIND PERSON.

WOULD YOU EXCUSE US, SCOTT?

WHAT DO YOU SEE IN MY FUTURE?

YOU TRULY WISH TO KNOW? NO MATTER THE COST?

YES.

I SEE...

...DEATH. IN EVERY POSSIBLE FUTURE YOU WILL LOSE CONTROL AGAIN.

PERHAPS TODAY. PERHAPS TOMORROW. PERHAPS A HUNDRED YEARS FROM NOW.

THE FUTURE HOLDS DEATH FOR THOSE YOU LOVE. DEATH FOR THE WORLD, THE ENTIRE UNIVERSE, A BURNING FUNERAL PYRE FOR THE PHOENIX.

UNLESS...YOU LEAVE.

THE LIFE OF A MORTAL, NO MATTER HOW YOU TREASURE IT, IS NOT FOR YOU.

YOU BELONG TO THE UNIVERSE AND IT BELONGS TO YOU.

THERE'S NO OTHER WAY?

SEARCH *YOURSELF*, CHILD OF LIGHT AND DARKNESS. YOU KNOW IT TO BE TRUE.

I KNEW THE ANSWER BEFORE I ASKED.

JUST AS I KNOW THAT SCOTT HAD SENT DESTINY TO ME. WHETHER OR NOT SHE TRULY SAW THAT FUTURE DOES NOT MATTER.

SHE IS RIGHT.

SCOTT IS RIGHT.

I TELL MYSELF SCOTT WILL GO ON. HE AND MY CHILD. I PRAY THEY WILL BUILD A BETTER WORLD WITHOUT MY POWER.

THEY WILL MAKE THEIR FUTURE DAYS.

AS I TRANSCEND THE MORTAL FORM I ONCE MADE, THE SONG OF LIFE SWELLS WITHIN ME. *ALL LIFE* AND THE MYRIAD POSSIBILITIES WE MAKE OF IT.

HUMANITY IS NOT A THING OF FLESH. IT IS A SONG WITHIN THE SOUL, ONE THAT WILL NEVER LEAVE ME.

YET, I FACE AN ETERNITY, FOREVER DENIED MY HEART'S DESIRE. I FIND MYSELF ASKING...

...WHAT IF?

WOULD THINGS HAVE BEEN BETTER IF I'D DIED?

I SUPPOSE THAT'S A QUESTION THAT NO ONE CAN ANSWER...

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"FOR I HAVE SLIPPED THE SURLY BONDS OF EARTH-- TROD THE UNTOUCHED SANCTITY OF SPACE-- STRETCHED OUT MY HAND... AND TOUCHED THE FACE OF GOD."
--HIGH FLIGHT

THE END

NEXT ISSUE: WHAT IF. . .THE WATCHER HAD A SENSE OF HUMOR?